

EXHIBIT A



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

March 15, 2010

Invoice No. 1445439
Matter No. 034618-00002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 2/28/10

FOR LEGAL SERVICES RENDERED: Reorganization

Costs and Expenses Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
12/16/09	Transcript/Reporter fees - - Deb Wilhelm LLC	\$33.30
12/16/09	Search fees - - Unisearch, Inc. Stayton SW Assisted Living, Crystal Terrace Retirement Community - OR corp retrieval	\$80.00
12/23/09	Local Messenger/Delivery - - World Courier Ground, Inc. Elliot Ostrander	\$6.07
12/31/09	Pacer Services - - Pacer Service Center	\$58.80
12/31/09	Local Messenger/Delivery - - B & L Delivery Inc. Grass	\$11.20
12/31/09	Local Messenger/Delivery - - B & L Delivery Inc. Clyde Hamstreet	\$5.50
12/31/09	Pacer Services - - Pacer Service Center	\$64.16
02/01/10	Air/Express Delivery - - UPS Return to J. Chamberlain	\$14.65
02/02/10	Postage	\$51.02
02/08/10	Postage	\$19.46
02/10/10	Postage	\$48.65
02/11/10	Postage	\$3.66
02/24/10	Postage	\$131.48
02/28/10	Copying Costs	\$2,010.90
TOTAL COSTS AND EXPENSES		<hr/> \$2,538.85

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EMPLOYER IDENTIFICATION NUMBER: 93-0633194

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CURRENT CHARGES

\$2,538.85

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March 15, 2010

Invoice No. 1445458
Matter No. 034618-02002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 2/28/10

FOR LEGAL SERVICES RENDERED: Asset Disposition

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/01/10	Review and comment on Weatherly Springs and Legacy at Dallas closing documents (.3)	DJP	.30	275.00	\$82.50
02/01/10	E-mail from Mr. Drew regarding post-closing true-up for Orchard Park and Palm Meadows and analyze attachments regarding same (.3)	JBD	.30	300.00	\$90.00
02/01/10	Telephone conference with Mr. Puckett (.2); multiple correspondence regarding Kensington Green (.2); review Veluscek motion to continue hearing (.1); review response to motion (.1); review and suggest revisions to proposed form agreement for purchase and sales (.4)	TJC	1.00	400.00	\$400.00
02/02/10	Review revisions to Weatherly Springs deed (.2)	DJP	.20	275.00	\$55.00
02/02/10	Review state of Oregon response and Rosenhouse declaration (.1); review documents and prepare for hearing on Dorchester sale (.3); court appearance - travel to and from Eugene and attend hearing on sale of Dorchester and Veluscek's motion to continue (4.6)	TJC	5.00	400.00	\$2,000.00
02/03/10	Correspondence from and to Mr. Parks (.2); revise order approving sale of Dorchester (.3)	TJC	.50	400.00	\$200.00
02/04/10	Revisions to Rose Valley Cottages II deed (.2)	DJP	.20	275.00	\$55.00
02/04/10	Work on Orchard Park post-closing matter (.1)	JBD	.10	300.00	\$30.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/05/10	Review Dorchester approval and related correspondence (.1); telephone conference with Mr. Pahl and Mr. Alfred regarding interest in property (.3)	TJC	.40	400.00	\$160.00
02/08/10	Multiple telephone conferences regarding Fairview sale (.4)	TJC	.40	400.00	\$160.00
02/09/10	Conference with Ms. Bjerk regarding preparation for filing 363 motion for sale of Homesteads at Newton (.2)	AMC	.20	100.00	\$20.00
02/09/10	Review purchase and sale agreement for Homesteads at Newtown (1.0); draft motion for 363 sale of same (.9); e-mail client requesting additional information regarding same (.1); review purchase and sale agreement for Meeker Terrace (1.0); draft motion for 363 sale of same (.9); telephone conference with Mr. Wettlaufer and Ms. Bruck regarding same (.3); e-mail client requesting additional information regarding same (.2); telephone conference with Mr. Conway regarding Fairview Warehouse sale (.1); review draft of Fairview warehouse purchase and sale agreement and begin drafting motion to sell same (.7); call to Mr. Estes regarding pending 363 sales (.1); telephone conference with Ms. Bruck regarding information needed to finalize Homesteads at Newtown sale (.1)	HBB	5.40	195.00	\$1,053.00
02/09/10	E-mail from Mr. Parks regarding agreement with bank regarding loan (.1)	JBD	.10	300.00	\$30.00
02/09/10	Work on issues and documents regarding Fairview sale and multiple telephone conferences and correspondence related thereto (1.4); review and work on Meeker Terrace issues (.6); work on issues regarding Homesteads at Newton sale transaction (.9)	TJC	2.90	400.00	\$1,160.00
02/10/10	Review and redact resident personal information from Homesteads at Newtown purchase and sale agreement exhibits (.3)	AMC	.30	100.00	\$30.00

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02/10/10	Review taxing authority information provided by client regarding 363 sale motions (.5); draft 363 sale motion for Fairview Warehouse regarding proposed order and notice regarding same (.7); review e-mails from Ms. Bruck regarding taxes owing on Fairview Warehouse properties (.2) review ownership information related to Fairview Warehouse sale and begin preparing list of interested parties regarding same (.8); review redacted purchase and sale agreement for Homesteads at Newtown 363 sale (.1); review broker and marketing information for Fairview Warehouse from Mr. Muth and revise 363 sale motion regarding same (2.2)	HBB	4.50	195.00	\$877.50
02/10/10	Work on post-closing issues regarding Orchard Park (.2)	JBD	.20	300.00	\$60.00
02/10/10	Multiple correspondence and telephone conferences and work on Fairview sale issues (1.8)	TJC	1.80	400.00	\$720.00
02/11/10	Revise 363 motion, order, and notice for sale of Fairview Warehouse and e-mail drafts to client for approval (.8); review and incorporate documents regarding same from Mr. Wettlaufer and drafts to buyer's counsel for approval (.7); prepare for and file Fairview Warehouse 363 sale motion, proposed order, and notice; telephone conference with Mr. Alfred regarding same (.3); review e-mails and information from Ms. Bruck regarding several pending property sales (.7)	HBB	2.50	195.00	\$487.50
02/11/10	E-mail from Ms. Dunn regarding closing Liberty Bank (Cougar Springs) loan workout and e-mail to Mr. Park regarding same (.2)	JBD	.20	300.00	\$60.00
02/11/10	Multiple correspondence and work on Fairview sale issues (.6); multiple correspondence and work on issues regarding Canyon Crest sale (.3); multiple correspondence and work on issues regarding Meeker Terrace (.4); review multiple documents and work on issues regarding Regal Estates Cottages (.9); work on issues regarding Homesteads at Newton sale (.7)	TJC	2.90	400.00	\$1,160.00
02/12/10	Provide Ms. Bjerk with current address for Guaranty Bank (.2)	AMC	.20	100.00	\$20.00

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02/12/10	Revise 363 sale motion for Homesteads at Newtown based on information from Ms. Bruck (1.1); conference with Mr. Conway regarding applications to employ broker for Fairview Warehouse 363 sale (.7); conference with Mr. Conway and draft stipulated order regarding sale of Weatherly Springs (.7); e-mail client regarding list of information needed to file 363 motions for March hearing date (.3); telephone conference with Mr. Wettlaufer regarding pending 363 sales (.1)	HBB	2.90	195.00	\$565.50
02/12/10	Telephone conference with Mr. Rundell regarding Weatherly (.2); telephone conference with Mr. Boyd (.2); work on Weatherly stipulation and related issues (.4); review issues regarding Homesteads at Newton sale matters (.3); review and work on issues pertaining to Fairview sale (.7)	TJC	1.80	400.00	\$720.00
02/13/10	Review marketing information regarding Homesteads at Newtown and revise 363 sale motion regarding same (.7); revise Homesteads at Newtown's 363 motion and order to incorporate and application to employ broker and authority to pay broker's commission (1.7)	HBB	2.40	195.00	\$468.00
02/15/10	Redact residence information from purchase and sale agreement for Canyon Crest sale (.3)	AMC	.30	100.00	\$30.00
02/15/10	Review purchase and sale agreement for Canyon Crest sale, preliminary title report, and marketing information regarding same (.8); telephone conference with Mr. Estes and Ms. Bruck regarding sale of Homesteads at Newtown and follow up regarding same (.5); e-mail Mr. Conway regarding issues related to assuming and assigning executory contracts in Homesteads at Newtown sale (.3); review purchase and sale agreement and all other documents related to Regal Estates sale (1.1); respond to e-mails from Mr. Muth regarding same (.2); review documents related to sale of Chancellor Place (.3); review ownership information for Canyon Crest in preparation for 363 motion (.3)	HBB	3.50	195.00	\$682.50
02/15/10	Work on issues regarding Canyon Crest (.3); work on Homestead at Newton issues (.3); review Regal Estates documents (.5)	TJC	1.10	400.00	\$440.00

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02/16/10	Conference with Mr. Conway regarding status of 363 sales and strategy regarding same (.6); telephone conference with Mr. Estes regarding Homesteads at Newtown contract assumption (.3); e-mails with Messrs. Conway and Criswell regarding stipulated amendment to Weatherly Springs order (.1); telephone conferences with Mr. Estes regarding Graysonview sale and Weatherly extension of closing date (.6); revise 363 sale orders to incorporate authorization to pay broker's commissions at closing (.4); revise Meeker Terrace 363 sale motion, proposed order, and notice (.8); revise drafts of 363 motion, order, and notice to sell Homesteads at Newtown and telephone conference and e-mails to Mr. Estes regarding same (2.2)	HBB	5.00	195.00	\$975.00
02/16/10	Review and revise pleadings regarding Coldwell Banker (.3); work on issues regarding Homesteads at Newtown sale and revise pleadings (.5); review and work on Canyon Crest sale (.7); correspondence with Mr. Boyd regarding Weatherly (.2); multiple correspondence with client (.1); work on issues regarding Homesteads at Newton (.6); review Meeker Terrace issues (.3)	TJC	2.70	400.00	\$1,080.00
02/17/10	Revise sale motion, order, and notice for Meeker Terrace (1.5); draft 363 sale motion, order, and notice for Regal Cottages Estates (.7); telephone conference with Mr. Criswell regarding extending Weatherly Springs closing and e-mail Mr. Conway regarding same (.2); conference with Mr. Conway regarding same; telephone conference with Ms. Mackie regarding Weatherly Springs closing date and revise stipulated order regarding same (1.3)	HBB	3.70	195.00	\$721.50
02/17/10	Correspondence from Mr. Criswell (.1); work on issues regarding Weatherly closing and management (.3); work on issues and revise pleadings regarding Meeker Terrace sale (.8); work on issues regarding Regal Cottages (.4); review and revise pleadings regarding Weatherly (.2); correspondence and work on issues pertaining to Waterford (.3); review status and issues pertaining to Chancellor Place (.2)	TJC	2.30	400.00	\$920.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/18/10	Review Mr. Conway's comments regarding Meeker Terrace sale motion and order, and telephone conference with Mr. Wettlaufer regarding same (.4); revise Meeker Terrace 363 sale motion and order regarding same, and e-mail client for comment and approval (2.0); conference with Mr. Conway regarding same (.3); review additional information from Mr. Estes regarding Homesteads at Newtown sale and revise sale motion accordingly (.3); telephone call to Ms. Bruck regarding Colonial Gardens and e-mail Columbia Pacific regarding same (.4); conference with Ms. Crowther regarding compiling list of interested parties for Homesteads at Newtown sale (.3); return call to Mr. Wettlaufer regarding Meeker Terrace and Bare Land Election treatment (.2); review bare land election form and conferences with Messrs. Wettlaufer and Conway regarding impact on Meeker Terrace sale (.7)	HBB	4.60	195.00	\$897.00
02/18/10	Revise documents regarding Meeker Terrace sale (.7); multiple correspondence regarding sale matters (.5); review bare land issues and impact on sales, and telephone conference with Mr. Wettlaufer (.7)	TJC	1.90	400.00	\$760.00
02/19/10	Review e-mail from buyer's counsel on Homesteads at Newtown contract assumption and e-mail Mr. Estes regarding same (.3); revise Meeker Terrace motion as per Mr. Muth's comments (.1); revise Homesteads at Newtown motion and order to incorporate executory contracts being assumed and rejected (1.2); conference with Mr. Conway regarding same (.1); telephone conference with Mr. Estes regarding same (.5); e-mail Mr. Wettlaufer regarding Meeker Terrace sale motion (.2); review and revise list of interested parties for Homesteads at Newtown (.2); e-mail Mr. Mahoney regarding distribution of sale proceeds in Homesteads at Newtown sale (.3); review e-mails regarding various 363 sale motions (.1); finalize and prepare Meeker Terrace sale documents for filing (.5); telephone conferences with Mr. Estes and Ms. Bruck regarding distribution of Homesteads at Newtown proceeds, create exhibits of assumed and rejected contracts regarding same, and revise sale motion regarding same (2.7)	HBB	6.20	195.00	\$1,209.00

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02/19/10	Work on issues regarding Homesteads sale (.4); review documents and work on Meeker Terrace issues (1.1)	TJC	1.50	400.00	\$600.00
02/22/10	Conference with Mr. Conway regarding Homesteads at Newtown sale motion (.2); return call to Mr. Estes regarding same and Weatherly Springs letter to State of Alabama regarding interim management agreement (.3)	HBB	.50	195.00	\$97.50
02/22/10	Confer with Ms. Bjerk regarding Homesteads at Newtown matters (.2); multiple communications regarding Regal Cottages (.5); review Meeker Terrace documents (1.1)	TJC	1.80	400.00	\$720.00
02/23/10	Review and respond to e-mails regarding stipulated order extending closing date regarding Weatherly Springs (.8); e-mail Ms. Bruck regarding identifying information for contracts to be assumed and rejected at Homesteads at Newtown (.3); conference with Messrs. Conway and Estes regarding obtaining a waiver of deficiency claims from Guaranty Bank on Homesteads at Newtown sale (.3); various revisions to Homesteads at Newtown 363 sale motion, order, and notice and e-mail to Mr. Estes for comment and approval (3.1); prepare Homesteads at Newtown sale motion and exhibits for filing (.9); telephone conferences with Mr. Estes regarding buyer's comments to Homesteads at Newtown sale documents and assumed executory contracts (.3)	HBB	5.70	195.00	\$1,111.50
02/23/10	Work on Orchard Park and Palm Meadows true-up and post-closing matters (2.8)	JBD	2.80	300.00	\$840.00
02/23/10	Review and revise pleadings regarding Homesteads at Newtown sale and multiple telephone conferences and communications regarding same (1.3); multiple correspondence and communications regarding Weatherly Springs issues including survey, closing extensions and related matters (.3)	TJC	1.60	400.00	\$640.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/24/10	Review assignment of purchase and sale agreement for Homesteads at Newtown and prepare to file 363 motion regarding same (.7); e-mail Mr. Estes regarding Weatherly Springs interim management agreement and stipulated order approving same (.1); review interim lease and management agreement regarding same (.5); draft stipulated order approving terms of interim lease and management agreement regarding Weatherly Springs (1.4); conference with Mr. Conway regarding same (.2); draft waiver of deficiency claims for lien holder in Homesteads at Newtown sale and forward to Mr. Estes (1.6)	HBB	4.50	195.00	\$877.50
02/24/10	Work on issues and multiple communications and revise documents regarding Homesteads at Newtown transaction (.9); work on issues regarding sale and hearings for Meeker Terrace transaction (.3); revise form of order regarding Huntsville (.2); multiple correspondence and review documents regarding Weatherly (.3)	TJC	1.70	400.00	\$680.00
02/25/10	Work on Orchard Park and Palm Meadow loan restructure (1.1)	JBD	1.10	300.00	\$330.00
02/25/10	Work on issues regarding Coldwell Banker commissions and correspondence related thereto (.3)	TJC	.30	400.00	\$120.00
TOTAL FEES					\$24,395.50

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Anita Crowther	1.00	100.00	\$100.00
David J. Petersen	0.70	275.00	\$192.50
Haley B. Bjerk	51.40	195.00	\$10,023.00
Justin B. Denton	4.80	300.00	\$1,440.00
Timothy J. Conway	31.60	400.00	\$12,640.00
TOTALS	89.50		\$24,395.50

CURRENT CHARGES

\$24,395.50

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March 15, 2010

Invoice No. 1445441
Matter No. 034618-04002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 2/28/10

FOR LEGAL SERVICES RENDERED: Case Administration

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/26/09	Import data into bankruptcy database (1.6)	DKL	1.60	50.00	\$80.00
12/29/09	Draft reply brief (1.9)	CJP	1.90	195.00	\$370.50
02/01/10	Review ECF filings (.3); review pleadings concerning non-mingled property summary proceedings (.2); series of communications with Mr. Hamstreet regarding course of action (.2)	ANK	.70	450.00	\$315.00
02/01/10	Telephone conference with Mr. Estes and Ms. Bruck regarding issues related to breakup fees in divestco property sales (.3); review template purchase and sale agreement regarding same (.2)	HBB	.50	195.00	\$97.50

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/01/10	Telephone call from Mr. Hamstreet (.1); review documents and status regarding Cascade Canyon (.3); telephone call to Mr. Hein (.1); telephone conference with Mr. Estes (.2); telephone call to Mr. Hamstreet (.1); receive and review joint opposition of debtor, receiver and CRO to Price motions (.3); review Smart Park 1 motion and correspondence to Mr. Zaro (.3); telephone conference with Mr. Zaro regarding Price issues (.3); review correspondence from Mr. Drew and analyze accounting (.3); analyze title report and review and work on issues regarding Price and Smart Park properties (.5); correspondence to Mr. Drew regarding MMA fees and accounting (.2); correspondence from Mr. Drew (.1); review and revise opposition to Price motions (.3); correspondence to Mr. Yates (.1); correspondence to Mr. Olson regarding Garlick settlement (.2); review Harder motion, memorandum and proposed consent order (.3); telephone conference with Ms. Dunn regarding Kennewick receiver (.1)	TJC	3.80	400.00	\$1,520.00
02/02/10	Review creditors' committee's application to employ investment advisors (.2); review Steinhouse memorandum regarding comparison of Blackstone and AEW transactions (.3); meeting with Messrs. Hamstreet and Stephens regarding various matters, including FBI investigation, Blackstone extension and expense reimbursement, management committee motion for employment of investment bankers, and employment of Moelis (2.5); telephone conference with counsel from Skadden Arps on behalf of Moelis regarding background and course of action (.4); review ECF filings (.2); review matters scheduled for hearing on February 15 (.2)	ANK	3.80	450.00	\$1,710.00
02/02/10	Review and revise Dorchester House order (.5)	JKH	.50	225.00	\$112.50

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02/02/10	Multiple correspondence with Mr. Zaro regarding Smart Park (.1); correspondence with Mr. Olson (.1); correspondence with Mr. Yates (.1); telephone conference with Mr. Criswell regarding CS loans and Weatherly sale closing issues and follow-up work regarding same (.4); review status of various motions and determine course of action (.2); multiple correspondence from and to Mr. Olson regarding Smart Park I issues and course of action (.6); correspondence from Mr. Wettlaufer and review Cascade Canyon documents (.4); correspondence from and to Mr. Albert regarding settlement documents (.2)	TJC	2.10	400.00	\$840.00
02/03/10	Revise motion regarding Snohomish County litigation (.2)	JKH	.20	225.00	\$45.00
02/03/10	Analyze investment banking fee provisions with Mr. Stephens (.2)	SAC	.20	375.00	\$75.00
02/03/10	Telephone conference with Messrs. Yates, Zaro and Wettlaufer regarding Mr. Price and other issues (.5); multiple correspondence from and to Mr. Olson regarding Garlick documents and issues (.4); work on and revise motion and order regarding Smart Park I settlement and sale (1.1); review terms of Cascade Canyon agreements (.4); draft and revise form of approval of agreements (.7)	TJC	3.10	400.00	\$1,240.00
02/04/10	Revise motion and order to affirm authority to prosecute litigation in Snohomish County, Washington (1.9)	JKH	1.90	225.00	\$427.50
02/04/10	Begin drafting motion to approve settlement with Pesnell (.8)	JKH	.80	225.00	\$180.00
02/04/10	Review letters from Curry County and Corporation Service Company regarding bankruptcy and draft letters in response thereto (.2)	NEK	.20	90.00	\$18.00

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02/04/10	Correspondence from Mr. Wettlaufer and review revised Cascadia agreements (.3); multiple communications and work on revisions to Garlick documents (1.5); review and revise prospective pleadings and documents regarding Cascade Canyon (.4); multiple correspondence with Mr. Wettlaufer and lender's counsel regarding Cascade Canyon (.2); correspondence with Mr. Marcos (.1); multiple correspondence with Mr. Olson (.2); telephone conference with Mr. Yates (.1); analyze issues regarding Snohomish litigation and review and revise proposed motion related thereto (.3); analyze correspondence to counsel regarding Cascadia (.2); review correspondence and documents regarding recent developments with case and AEW (.5); review Spring Pointe objection to schedules (.1); multiple correspondence with Ms. Barton (.2)	TJC	4.10	400.00	\$1,640.00
02/05/10	Telephone conference with Mr. Zaro regarding Lonestar issues and management committee application to employ investment bankers (.4); telephone conference with Mr. Bullock regarding status of settlement and tax issues (.3); exchange e-mail correspondence with Ms. Dunn regarding tax issues (.2)	ANK	.90	450.00	\$405.00
02/05/10	Multiple correspondence from and to Mr. Albert (.2); correspondence with Mr. Wettlaufer (.2); revise and finalize Cascadia Canyon agreement and proposed form of order and multiple correspondence and communications related thereto (1.1); correspondence to Messrs. Yates and Zaro regarding Garlick issues (.2); telephone conference with Ms. Barton regarding accounting documents and issues (.2); telephone call to Ms. Walker (.1); telephone conference with Ms. Dunn regarding Department of Revenue issues (.2); telephone conference with Mr. Yates (.3); work on Waterford in Bellevue issues (.3)	TJC	2.80	400.00	\$1,120.00
02/07/10	Review receiver's motion to reject leases (.5)	ALS	.50	250.00	\$125.00
02/08/10	Series of e-mail exchanges regarding claims for wrongful termination (.4)	ANK	.40	450.00	\$180.00
02/08/10	Revise and file motion to affirm authority to continue with Snohomish County litigation (.2)	JKH	.20	225.00	\$45.00

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EMPLOYER IDENTIFICATION NUMBER: 93-0633194

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Invoice # 1445441

034618-04002

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/08/10	Analyze issues related to service list for Smart Park I motion (.1)	JKH	.10	225.00	\$22.50
02/08/10	Multiple correspondence with Mr. Stradley and others regarding insurance issues (.3); multiple correspondence with Mr. Mahoney and others regarding Glenn Ellen (.3); correspondence with Mr. Wettlaufer and others regarding Cascadia Canyon matters (.2); multiple communications regarding Spring Pointe issues (.4); work on issues pertaining to Forest Park with Mr. Wettlaufer and others (.4); work on, draft and revise proposed motion regarding SWP (1.2); telephone conference with Mr. Wettlaufer and Ms. Carey (.1); correspondence to Mr. Wettlaufer (.1); telephone conferences regarding Garlick settlement issues (.4)	TJC	3.40	400.00	\$1,360.00
02/09/10	Telephone conference with creditor regarding status (.2)	ANK	.20	450.00	\$90.00
02/09/10	Revise motion and supporting paperwork for Pesnell settlement (1.9)	JKH	1.90	225.00	\$427.50
02/09/10	Analyze memorandum and issues regarding SWP (.3); review and revise notice of settlement (.3); work on Garlick issues (.4); telephone call from Mr. Criswell (.1); multiple correspondence from and to Mr. Harman (.2); multiple correspondence regarding Peachtree (.2)	TJC	1.50	400.00	\$600.00
02/10/10	Review and revise pleadings regarding Pesnell settlement (.8); review and execute Garlick settlement notice (.1); review article regarding issues (.3)	TJC	1.20	400.00	\$480.00
02/11/10	Review U.S. Trustee's objection to mediator's compensation (.2); exchange e-mail correspondence with Mr. Hamstreet and Judge Velure (.1); series of e-mail exchanges relating to faxed proof of claim (.3)	ANK	.60	450.00	\$270.00
02/11/10	Draft and circulate motion to approve Pesnell settlement (.5)	JKH	.50	225.00	\$112.50

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Invoice # 1445441

034618-04002

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/11/10	Correspondence from Ms. Cohn (.1); correspondence to counsel and clients regarding Kennewick (.3); multiple telephone conferences with Ms. Cohn regarding investor issues (.5); review U.S. Trustee motion regarding payment of mediators (.1)	TJC	1.00	400.00	\$400.00
02/12/10	Analyze response to U.S. Trustee's motion regarding mediation (.2); work on response to U.S. Trustee's objection to bid procedures (.4); conference call with Mr. Hamstreet and advisors (.8); review ECF filings (.3)	ANK	1.70	450.00	\$765.00
02/12/10	Analyze issues related to U.S. Trustee's recent objections (.4)	JKH	.40	225.00	\$90.00
02/12/10	Telephone conference with Mr. Wettlaufer (.3); review and analyze issues regarding U.S. Trustee objection (.2); telephone conference with Mr. Field (.4); telephone conference with Mr. Yates regarding bare land and other issues (.4); compile documents and information and draft correspondence to Mr. Wettlaufer regarding Kennewick (.7); correspondence from and to Ms. Dunn regarding LNR (.2)	TJC	2.20	400.00	\$880.00
02/15/10	Assist Ms. Miller with access to Sunwest FTP document site (.2)	AMC	.20	100.00	\$20.00
02/15/10	Review file and attempt to contact title company regarding Pesnell settlement motion (.2)	JKH	.20	225.00	\$45.00
02/15/10	Review memorandum regarding AEW (.7); telephone conference with Ms. Dunn regarding GE, LNR, and other issues (.4)	TJC	1.10	400.00	\$440.00
02/16/10	Conference call with Mr. Hamstreet and advisors regarding loan restructuring and AEW and Blackstone transactions (.6); review ECF filings (.3)	ANK	.90	450.00	\$405.00
02/16/10	Finalize and file motion regarding Pesnell settlement (.6)	JKH	.60	225.00	\$135.00
02/16/10	Telephone conference with Ms. Dunn regarding various issues including lenders, sales, and hearings (.2); review Price reply brief and pleadings regarding Smart Park (.4); correspondence with Mr. Wettlaufer regarding Wichita Falls issues (.3)	TJC	.90	400.00	\$360.00

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Invoice # 1445441

034618-04002

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/17/10	Multiple correspondence and work on issues regarding multiple Smart Park transactions, issues, pleadings, and other objections (2.2); multiple correspondence with Mr. Wettlaufer regarding French Quarter Apartments and lender issues (.3)	TJC	2.50	400.00	\$1,000.00
02/18/10	Review ECF filings (.3)	ANK	.30	450.00	\$135.00
02/18/10	Analyze employment labor issues related to purchase of Sunwest (.6)	K_B	.60	250.00	\$150.00
02/18/10	Correspondence from and to Mr. Lyons regarding French Quarter (.2); telephone conference with Wettlaufer regarding French Quarter (.2)	TJC	.40	400.00	\$160.00
02/19/10	Conference call with Mr. Hamstreet and advisors (.7); review multiple ECF filings (.3); review and exchange multiple e-mail communications regarding Lonestar issues and tax matters (.6)	ANK	1.60	450.00	\$720.00
02/19/10	Analyze issues regarding Smart Park and Price objections to settlement with Garlick (.5)	TJC	.50	400.00	\$200.00
02/22/10	Telephone conference with Mr. Hamstreet regarding multiple open issues (.3); prepare for and attend meeting with management committee (1.9); telephone conference with Judge Velure regarding U.S. Trustee's position (.3); conference call with Mr. Hamstreet and advisors (.6); telephone conference with Mr. Hamstreet regarding various issues (.3)	ANK	3.40	450.00	\$1,530.00
02/22/10	Analyze issues related to Smart Park IV settlement (.2)	JKH	.20	225.00	\$45.00
02/22/10	Multiple correspondence and communications regarding Price objections and Smart Park issues and work on same (1.8); review pleadings regarding Kennewick matters (.2); review Centerline motion for 2004 exam and production of documents and correspondence related thereto (.2)	TJC	2.20	400.00	\$880.00
02/23/10	Review U.S. Trustee's e-mail and analyze response (.5); review lengthy and extensive exchanges with U.S. Trustee regarding fee issues and status of court orders (.7); conference call with Mr. Hamstreet and advisors (.6)	ANK	1.80	450.00	\$810.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/23/10	Communications with Equityline's lawyer regarding Pesnell settlement motion (.4); communications with Mr. Kemper regarding employment application (.1)	JKH	.50	225.00	\$112.50
02/23/10	Search court docket and files to locate various employment orders to comply with U.S. Trustee's request (.5)	NEK	.50	90.00	\$45.00
02/23/10	Telephone conferences with Ms. Cohn regarding tenant-in-common issues (.4); telephone conference with Mr. Noto regarding tax analysis (.3); review draft tenant-in-common summary document (1.4); multiple communications regarding administrative claim issues and gather and review related documents and information (.8); analyze issues regarding MMA transaction (.5); telephone conference with Ms. Dunn and Ms. Barton regarding numerous case administrative matters (.9); review orders and draft multiple additional correspondence from and to U.S. Trustee regarding employment issues (.7)	TJC	5.00	400.00	\$2,000.00
02/24/10	Continued analysis and review of multiple e-mail exchanges concerning professional employment (.3); review ECF filings (.3); exchange correspondence with Judge Velure regarding employment issues (.2)	ANK	.80	450.00	\$360.00
02/24/10	Review sale agreement and disclosures related to labor and employment matters (1.0); analyze and identify legal issues related to the sale of Sunwest (1.3)	K_B	2.30	250.00	\$575.00

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Invoice # 1445441

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/24/10	Telephone conference with Mr. Yates regarding numerous items including abandonment, settlements, Smart Park litigation, and follow-up work regarding same (.7); work on and revise documents and term sheet regarding Moses Lakes (2.4); multiple correspondence regarding closing items pertaining to Weatherly (.3); review proposed lease regarding Weatherly and telephone conferences related thereto (.6); telephone call to Mr. Cushing (.1); telephone conference with Mr. Noto (.4); correspondence and telephone conferences with Ms. Dunn (.3); telephone conference with Ms. Cohn regarding tenant-in-common issues (.3); work on issues regarding mediator, SEC administrative claims and abandonment of assets (.6); review and revise waiver and release (.3); receive and review USA&M invoices and to U.S. Trustee (.2); review issues regarding Spring Pointe matters (.2); telephone conference with Mr. Mahoney regarding Desert Springs and follow-up correspondence regarding same (.3)	TJC	6.70	400.00	\$2,680.00
02/25/10	Conference with Mr. Conway regarding motion to obtain postpetition financing regarding French Quarter Apartments (.2)	HBB	.20	195.00	\$39.00
02/25/10	Correspondence from Ms. Dunn regarding Charter (.2); telephone conference with Ms. Dunn (.1); revise Charter Bank term sheet (.5); correspondence and telephone conferences with Mr. Cushing (.3); multiple correspondence and review of revisions relating to Huntsville lease (.3); review issues regarding MMA transaction (.2); telephone call from court (.1); telephone conference with Mr. Hamstreet regarding hearing issues (.4); follow-up telephone conferences regarding hearing issues (.3); review provisions of plan funding agreement (.3)	TJC	2.70	400.00	\$1,080.00
02/26/10	Review e-mails from Mr. Conway regarding motion to obtain postpetition financing (.1)	HBB	.10	195.00	\$19.50
02/27/10	Legal research and analysis regarding labor and employment issues for sale agreement (3.5)	K_B	3.50	250.00	\$875.00
TOTAL FEES					\$30,864.50

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Invoice # 1445441

034618-04002

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Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	17.10	450.00	\$7,695.00
Anita Crowther	0.20	100.00	\$20.00
Ava L. Schoen	0.50	250.00	\$125.00
Christopher J. Pallanch	1.90	195.00	\$370.50
Debra K. Lambourn	1.60	50.00	\$80.00
Haley B. Bjerk	0.80	195.00	\$156.00
James K. Hein	8.00	225.00	\$1,800.00
Kristin L. Bremer	6.40	250.00	\$1,600.00
Nancy E. Kennedy	0.70	90.00	\$63.00
Sherrill A. Corbett	0.20	375.00	\$75.00
Timothy J. Conway	47.20	400.00	\$18,880.00
TOTALS	84.60		\$30,864.50

CURRENT CHARGES

\$30,864.50

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1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

March 15, 2010

Invoice No. 1445442
Matter No. 034618-07002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 2/28/10

FOR LEGAL SERVICES RENDERED: Fee/Employment Applications

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/05/10	Exchange e-mail correspondence with Mr. Elsaesser concerning management committee application to employ investment bankers (.2); review Moelis engagement agreement (.2)	ANK	.40	450.00	\$180.00
02/08/10	Exchange e-mail correspondence with Mr. Elsaesser regarding terms of employment of investment bankers (.4); review and analyze implications of terms of employment of Moelis (.5)	ANK	.90	450.00	\$405.00
02/09/10	Review final Moelis engagement agreement and analyze course of action concerning investment banker employment (.5)	ANK	.50	450.00	\$225.00
02/09/10	Analyze issues related to Barran Liebman employment (.1)	JKH	.10	225.00	\$22.50
02/09/10	Review correspondence regarding Moelis employment application (.1)	JKH	.10	225.00	\$22.50
02/10/10	Revise application to employ Moelis (1.3)	JKH	1.30	225.00	\$292.50
02/10/10	Draft supplement to Moss Adams experience information (.1)	JKH	.10	225.00	\$22.50
02/11/10	Review application to employ Moelis (.2)	ANK	.20	450.00	\$90.00
02/11/10	Finalize and file supplemental information regarding Moss Adams professionals (.1)	JKH	.10	225.00	\$22.50

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Invoice # 1445442

034618-07002

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/11/10	Revise application to employ Moelis (.9); communications with Moelis' counsel regarding same (.3)	JKH	1.20	225.00	\$270.00
02/12/10	E-mail to Mr. Wettlaufer regarding Coldwell Banker application to be employed (.3); prepare list of entities for Coldwell Banker 2014 statement (.3);	HBB	.60	195.00	\$117.00
02/12/10	Continue working on application to employ Moelis (4.1)	JKH	4.10	225.00	\$922.50
02/12/10	Analyze and work on issues regarding Moelis employment (1.0)	TJC	1.00	400.00	\$400.00
02/13/10	E-mail Coldwell Banker lists of entities and names to search for purposes of 2014 verified statement (.3) begin drafting application to employ Coldwell Bank as broker, proposed order, and declaration in support of same (.9)	HBB	1.20	195.00	\$234.00
02/15/10	Revise employment application for Coldwell Banker, order, and declaration regarding same and telephone conference with Ms. Jones regarding same (1.0)	HBB	1.00	195.00	\$195.00
02/15/10	Communications regarding Moelis employment (.2)	JKH	.20	225.00	\$45.00
02/15/10	Draft notice of change of law firms for Mr. Yates and proposed order substituting firms (.2)	JKH	.20	225.00	\$45.00
02/16/10	Revise application to employ Coldwell Banker, related order, and declaration of Tiffany Jones in support of same and declaration to Ms. Jones to complete disclosures (.7); e-mail Ms. McClurg regarding same (.1); telephone call to Ms. Jones regarding declaration in support of application to be employed (.3)	HBB	1.10	195.00	\$214.50
02/16/10	Continue revising application to employ Moelis and supporting documents (1.9)	JKH	1.90	225.00	\$427.50
02/17/10	Telephone conference with Ms. Christian at CB Richard Ellis, Inc. regarding application to be employed and Rule 2014 disclosures (.2); telephone call from Ms. Jones at Coldwell Banker regarding Rule 2014 declaration (.2)	HBB	.40	195.00	\$78.00
02/17/10	Work with Moelis' counsel to revise application to employ and supporting 2014 statement (2.3)	JKH	2.30	225.00	\$517.50

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Invoice # 1445442

034618-07002

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/17/10	Analyze issues related to application to employ Kemper (.2)	JKH	.20	225.00	\$45.00
02/22/10	E-mail Coldwell Banker regarding Rule 2014 declaration (.2)	HBB	.20	195.00	\$39.00
02/22/10	Analyze issues related to forthcoming applications to employ (.3)	JKH	.30	225.00	\$67.50
02/23/10	Telephone call to Ms. Haraguari regarding Rule 2014 declaration of Coldwell Banker (.1)	HBB	.10	195.00	\$19.50
02/23/10	Begin work on fee statement for filing on March 15 2010 to include invoices for prior stand-alone cases (.8)	NEK	.80	90.00	\$72.00
02/24/10	E-mail Ms. Haraguchi regarding Coldwell Banker Commercial Mountain West Real Estate, LLC application and 2014 declaration (.1)	HBB	.10	195.00	\$19.50
02/24/10	Legal research regarding employment of Judge Velure as mediator and U.S. Trustee's motion for clarification (1.2)	JKH	1.20	225.00	\$270.00
02/24/10	Continue work on fee statement for filing on March 15 2010 to include invoices for prior stand-alone cases (2.0)	NEK	2.00	90.00	\$180.00
02/25/10	E-mail Mr. Conway regarding status of application to employ Coldwell Banker (.3); review 2014 disclosures from CB Richard Ellis, Inc. and incorporate same into Rule 2014 declaration (.7)	HBB	1.00	195.00	\$195.00
02/25/10	Draft application to employ Judge Velure as mediator (.6)	JKH	.60	225.00	\$135.00
02/26/10	Telephone call to Ms. Estrada from Coldwell Banker Real Estate regarding Rule 2014 disclosures (.2); amend Rule 2014 declaration of Coldwell Banker Real Estate regarding same (1.3); e-mail Ms. Bruck regarding same (.1); e-mail drafts of Coldwell Banker Real Estate employment application and related documents to Ms. Christian for review and approval (.3); telephone call to Mr. Rhoten regarding Coldwell Banker Real Estate employment application (.3)	HBB	2.20	195.00	\$429.00
02/26/10	Continue drafting application to employ Judge Velure as mediator (2.0)	JKH	2.00	225.00	\$450.00
TOTAL FEES					\$6,670.00

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Invoice # 1445442

034618-07002

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Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	2.00	450.00	\$900.00
Haley B. Bjerk	7.90	195.00	\$1,540.50
James K. Hein	15.90	225.00	\$3,577.50
Nancy E. Kennedy	2.80	90.00	\$252.00
Timothy J. Conway	1.00	400.00	\$400.00
TOTALS	29.60		\$6,670.00

CURRENT CHARGES

\$6,670.00

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1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

March 15, 2010

Invoice No. 1445443
Matter No. 034618-09002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 2/28/10

FOR LEGAL SERVICES RENDERED: Financing

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/09/10	Review Nielsen Manufacturing term sheet and correspondence from counsel (.6); review communication from Mr. Criswell regarding Plains Capital term sheet (.4); review communications concerning CS 20 and CS 27 revisions (.3)	ANK	1.30	450.00	\$585.00
02/25/10	Work on issues and draft pleadings regarding post-petition financing for Wichita Falls Apartments property (1.5)	TJC	1.50	400.00	\$600.00
02/26/10	Review e-mail correspondence from Ms. Walker concerning Green Bank and Waterford in Bellevue (.3); e-mail correspondence forwarding inquiry to Mr. Yates and Ms. Dunn (.2); review response from Ms. Dunn and attached loan documents (.4); review response of Ms. Dunn to Ms. Walker (.2)	ANK	1.10	450.00	\$495.00
TOTAL FEES					<hr/> \$1,680.00

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	2.40	450.00	\$1,080.00
Timothy J. Conway	1.50	400.00	\$600.00
TOTALS	<hr/> 3.90		<hr/> \$1,680.00

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1600 Pioneer Tower
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Invoice # 1445443

034618-09002

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CURRENT CHARGES

\$1,680.00

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1600 Pioneer Tower
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503.221.1440

March 15, 2010

Invoice No. 1445444
Matter No. 034618-11002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 2/28/10

FOR LEGAL SERVICES RENDERED: Plan and Disclosure Statement

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/03/10	Commence review and research regarding Luce Forward draft memorandum comparing Blackstone and AEW proposals (2.5)	IN	2.50	375.00	\$937.50
02/04/10	Conference call with Messrs. Elsaesser and Gold (.7); e-mail correspondence to Mr. Hamstreet and advisors regarding conference call with Messrs. Elsaesser and Gold (.9)	ANK	1.60	450.00	\$720.00
02/04/10	Participate in telephone call with Messrs. Kennedy and Elsaesser regarding AEW proposal (.5); ongoing research relating to issues raised in Luce Forward memorandum (2.1)	IN	2.60	375.00	\$975.00
02/05/10	Review AEW term sheet and draft closing documents (.6)	ANK	.60	450.00	\$270.00
02/05/10	Ongoing analysis and research regarding draft term sheet and other draft documents relating to AEW proposal (2.8)	IN	2.80	375.00	\$1,050.00
02/08/10	Ongoing analysis and research regarding draft term sheet and related draft documents pertaining to AEW proposal (3.1)	IN	3.10	375.00	\$1,162.50
02/09/10	Tax research and analysis regarding structure of AEW proposal (2.8)	IN	2.80	375.00	\$1,050.00

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EMPLOYER IDENTIFICATION NUMBER: 93-0633194

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Invoice # 1445444

034618-11002

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/10/10	Conference call with Messrs. Elsaesser and Gold regarding AEW transaction (.7); e-mail correspondence to clients regarding Elsaesser and Gold conversation (.4); review AEW term sheet and transaction documents (1.2); series of communications with Messrs. Elsaesser and Gold regarding terms of post-petition financing (.6)	ANK	2.90	450.00	\$1,305.00
02/10/10	Ongoing review of draft documents relating to AEW proposal and tax research (3.1)	IN	3.10	375.00	\$1,162.50
02/11/10	Conference call with Messrs. Hamstreet, Elsaesser, Stephens and Ms. Dunn regarding course of action concerning alternative proposals and plan structures (1.3); continued analysis of AEW transaction (1.4); review and revise draft AEW promissory note (.8); conference call with Mr. Hamstreet and advisors (.7)	ANK	4.20	450.00	\$1,890.00
02/11/10	Ongoing review and analysis of alternative Blackstone and AEW transactions (1)	IN	1.00	375.00	\$375.00
02/12/10	Ongoing tax research regarding tax consequences to TICs pertaining to Blackstone and AEW transactions (1.5)	IN	1.50	375.00	\$562.50
02/14/10	Review and revise AEW promissory note (.4)	ANK	.40	450.00	\$180.00
02/15/10	Exchange correspondence with Messrs. Elsaesser and Gold regarding terms of AEW note (.2); conference call with Messrs. Elsaesser and Gold regarding terms of AEW note and status of AEW investment (.4); review memorandum to Mr. Elsaesser regarding analysis of AEW transaction (.4); conference call with Mr. Hamstreet and advisors regarding multiple matters relating to restructuring, AEW transaction and Blackstone transaction (.5)	ANK	1.50	450.00	\$675.00
02/16/10	Series of e-mail exchanges with AEW counsel regarding form of AEW note (.8)	ANK	.80	450.00	\$360.00
02/16/10	Draft amended disclosure statement (4.3)	CLU	4.30	250.00	\$1,075.00
02/16/10	Review revised draft plan of reorganization (2.0); meeting with Ms. Uri regarding revision of disclosure statement based on revised plan of reorganization (.8)	TPP	2.80	400.00	\$1,120.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/17/10	Series of e-mail exchanges concerning AEW and structure of note (.4); conference call with Mr. Hamstreet and advisors (.4)	ANK	.80	450.00	\$360.00
02/17/10	Draft amended disclosure statement (7.4)	CLU	7.40	250.00	\$1,850.00
02/18/10	Review and exchange series of e-mails concerning structure of AEW note (.5)	ANK	.50	450.00	\$225.00
02/19/10	Review and revise AEW note (.4); series of e-mail exchanges concerning revisions to note, motion and order (.3); review escrow agreement (.3); series of e-mail communications relating to escrow agreement (.3); conference call with Messrs. Elsaesser and Hamstreet regarding AEW transaction and course of action (1.4)	ANK	2.70	450.00	\$1,215.00
02/19/10	Draft amended disclosure statement (1.5)	CLU	1.60	250.00	\$400.00
02/21/10	Review and revise AEW post-petition financing order (1.2); e-mail exchange with Mr. Elsaesser (.1); draft motion (.4); review analysis of plan funding agreement (.5)	ANK	2.20	450.00	\$990.00
02/22/10	Draft motion for approval of post-petition financing from AEW (1.4); revise order authorizing post-petition financing (.7); draft motion for expedited hearing (.1); exchange series of e-mail communications with Mr. Gold regarding motion and order (.4); series of revisions to motion, order and note (.7)	ANK	3.30	450.00	\$1,485.00
02/22/10	Draft amended disclosure statement	CLU	5.30	250.00	\$1,325.00
02/23/10	Exchange e-mail correspondence with Mr. Gold regarding final form of motion, order and promissory note (.2); review comments from ERISA counsel (.2); review and revise order (.5); telephone conference with Mr. Elsaesser regarding course of action concerning AEW transaction (.3); conference call with Messrs. Elsaesser and Hamstreet regarding course of action concerning March 10 hearing (.2)	ANK	1.40	450.00	\$630.00
02/24/10	Revise AEW financing order (.4); review comparison of AEW and Blackstone transactions (.4); conference call with Mr. Hamstreet and advisors regarding preparation for March hearing and presentation to court (.6)	ANK	1.40	450.00	\$630.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/25/10	Multiple e-mail exchanges with Messrs. Gold, Elsaesser, Hamstreet and Ms. Dunn regarding AEW financing (.8); conference call with Messrs. Ford and Gold regarding debt stack (.2)	ANK	1.00	450.00	\$450.00
02/26/10	Review and exchange e-mail correspondence with Messrs. Gold, Elsaesser and Hamstreet relating to execution of note and entry of order (.7); telephone conference with Mr. Hamstreet regarding management committee communications with investors (.4); review letter from management committee to investors and e-mail transmittal from management committee to investors (.5); review series of e-mail exchanges concerning letter and appropriate response thereto (.5); analyze issues concerning securities law implications (.7); e-mail correspondence to Judge Velure (.4); attend conference call with CRO and advisors (.9); conference call with Mr. Stephens and Mr. Quarfordt, counsel for Blackstone (.4); series of e-mail communications with Mr. Hamstreet and others concerning position of debtor and CRO (.4)	ANK	4.90	450.00	\$2,205.00
02/28/10	Draft motion for approval of plan funding agreement (.3); e-mail exchange regarding motion (.1); multiple exchanges concerning scheduling (.2); review Hamstreet memorandum and numerous comments to memorandum (.9); draft proposed revisions to Hamstreet memorandum regarding management committee communication to investors (.7); review AEW term sheet and plan funding agreement (.4); review Mr. Stephens' correspondence to Messrs. Gold and Elsaesser regarding issues concerning plan funding agreement (.4); consider alternatives concerning response to motion for approval of plan funding agreement (.5); prepare for and attend conference call with CRO and advisors (.5); prepare for and attend conference call with Messrs. Elsaesser and Hamstreet, Judge Velure and others (.8)	ANK	4.80	450.00	\$2,160.00

TOTAL FEES

\$28,795.00

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	35.00	450.00	\$15,750.00

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<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Christine L. Uri	18.60	250.00	\$4,650.00
Ingolf Noto	19.40	375.00	\$7,275.00
Thomas P. Palmer	2.80	400.00	\$1,120.00
TOTALS	75.80		\$28,795.00

CURRENT CHARGES

\$28,795.00

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March 15, 2010

 Invoice No. 1445459
 Matter No. 034618-12002

 Stayton SW Assisted Living, L.L.C.
 c/o Shirley Dunn
 Hamstreet & Associates
 c/o SunWest Management, Inc.
 P.O. Box 3006
 Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 2/28/10

FOR LEGAL SERVICES RENDERED: Relief from Stay Proceedings

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/01/10	Draft stipulation with R.E. Noah granting limited relief from stay (.6)	ALS	.60	250.00	\$150.00
02/01/10	Review and revise proposed stipulated order regarding relief from stay pertaining to Noah Company (.2)	TJC	.20	400.00	\$80.00
02/02/10	Draft stipulated order for relief from stay regarding Cascadia Canyon (.2); communications with client regarding same (.1)	JKH	.30	225.00	\$67.50
02/02/10	Draft stipulated order for relief from stay for Snohomish County litigation (.3)	JKH	.30	225.00	\$67.50
02/03/10	Analyze motions seeking relief from stay (.2)	ALS	.20	250.00	\$50.00
02/04/10	Finalize stipulation with R.E. Noah regarding relief from automatic stay (.4)	ALS	.40	250.00	\$100.00
02/04/10	Review miscellaneous motions for relief from stay and proposed responses (.2); review issues regarding Noah relief from stay (.1); review motion for relief from stay from Swearington and Burke (.2); correspondence from Patton and execute stipulated order (.1)	TJC	.60	400.00	\$240.00
02/05/10	Analyze status of pending motions for relief from stay (1.2)	ALS	1.20	250.00	\$300.00
02/08/10	Respond to motions seeking relief from stay (1.0)	ALS	1.00	250.00	\$250.00

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Invoice # 1445459

034618-12002

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/08/10	Address multiple issues regarding relief from stay matters (.7)	TJC	.70	400.00	\$280.00
02/11/10	Correspond with client regarding pending relief from stay motions (.2)	ALS	.20	250.00	\$50.00
02/12/10	Draft response to motion for relief from stay (.9); correspond with client regarding pending motions for relief from stay (.2)	ALS	1.10	250.00	\$275.00
02/12/10	Review correspondence regarding Desert Springs (.2); review series of e-mail exchanges concerning Desert Springs (.3)	ANK	.50	450.00	\$225.00
02/12/10	Work on issues regarding relief from stay motions and review and revise proposed pleadings (.4)	TJC	.40	400.00	\$160.00
02/16/10	Multiple telephone conferences with Mr. Lauritsen (.2); telephone conferences with court clerk (.1); review correspondence from Ms. Dunn and calculate adequate protection payment (.3); prepare for and attend telephonic hearing on LNR motion for relief from stay (.5)	TJC	1.10	400.00	\$440.00
02/17/10	Work on responses to motion for relief from stay (1.0)	ALS	1.00	250.00	\$250.00
02/18/10	Work on stipulations and responses to motion for relief from stay (3.4)	ALS	3.40	250.00	\$850.00
02/18/10	Work on issues regarding relief from stay responses (.6)	TJC	.60	400.00	\$240.00
02/19/10	Work on stipulation regarding relief from stay (.4)	ALS	.40	250.00	\$100.00
02/19/10	Review issues regarding Smart Park IV relief from stay (.2)	TJC	.20	400.00	\$80.00
02/22/10	Work on responses to motions for relief from stay (.7)	ALS	.70	250.00	\$175.00
02/22/10	Review motion filed by Beal Bank and draft correspondence and response (.3)	TJC	.30	400.00	\$120.00
02/23/10	Work on stipulations to relief from stay (.3)	ALS	.30	250.00	\$75.00
02/24/10	Work on stipulations to relief from stay (1.9)	ALS	1.90	250.00	\$475.00
02/25/10	Work on stipulations to relief from stay (.8)	ALS	.80	250.00	\$200.00
TOTAL FEES					\$5,300.00

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Invoice # 1445459

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Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	0.50	450.00	\$225.00
Ava L. Schoen	13.20	250.00	\$3,300.00
James K. Hein	0.60	225.00	\$135.00
Timothy J. Conway	4.10	400.00	\$1,640.00
TOTALS	18.40		\$5,300.00

CURRENT CHARGES

\$5,300.00

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1600 Pioneer Tower
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503.221.1440

March 15, 2010

Invoice No. 1445446
Matter No. 034618-13002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 2/28/10

FOR LEGAL SERVICES RENDERED: 363(h) Adversary Proceedings

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/01/10	Review pleadings (.2); analyze Smart Park issues regarding adversary cases (.6); draft motion for protective order (.9)	JC	1.70	375.00	\$637.50
02/01/10	Receive and review updated title commitment for Cottonwood Lodge (.30)	PLM	.30	100.00	\$30.00
02/02/10	Telephone call from creditor (.2); work on motion for protective order and discovery issues (.9)	JC	1.10	375.00	\$412.50
02/02/10	Analyze issues regarding non-mingled defense and response to discovery requests (.2)	TJC	.20	400.00	\$80.00
02/03/10	Draft response to requests for production (.6); work on strategy regarding Waterford in Bellevue and amend motion (.9)	JC	1.50	375.00	\$562.50
02/03/10	Analyze issues regarding response to Waterford in Bellevue (.2); review and revise proposed responsive pleadings (.3)	TJC	.50	400.00	\$200.00
02/04/10	Draft order (.2); telephone call from Mr. Dean regarding bare land properties (.3); revise pleadings and discovery responses (.4)	JC	.90	375.00	\$337.50
02/04/10	Review issues regarding bare land responses (.2)	TJC	.20	400.00	\$80.00
02/10/10	Receive and review new title information (.4); prepare legal description exhibit for revision to Canterbury Gardens amended complaint (.3)	PLM	.70	100.00	\$70.00

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Invoice # 1445446

034618-13002

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/11/10	Telephone call from Mr. Jacoby (.1); review and file motion for protective order regarding Waterford in Bellevue (.1)	TJC	.20	400.00	\$80.00
02/22/10	Review filing status of answers, replies, and judgments in various adversary proceedings (1.7)	SCF	1.70	90.00	\$153.00
02/23/10	Review status of various adversary proceeding properties as bare land, senior living facilities, or commercial (.8); review and prepare summary of filing status of various adversary proceedings (1.4)	SCF	2.20	90.00	\$198.00
02/25/10	Prepare and review docket status of various adversary proceedings (.4); review amended complaints in various adversary proceedings (.3)	SCF	.70	90.00	\$63.00
TOTAL FEES					\$2,904.00

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Jeanne M. Chamberlain	5.20	375.00	\$1,950.00
Patricia L. Miller	1.00	100.00	\$100.00
Spencer C. Fisher	4.60	90.00	\$414.00
Timothy J. Conway	1.10	400.00	\$440.00
TOTALS	11.90		\$2,904.00

CURRENT CHARGES

\$2,904.00

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1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

March 15, 2010

Invoice No. 1445447
Matter No. 034618-15002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 2/28/10

FOR LEGAL SERVICES RENDERED: Blackstone

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/01/10	Letter from Mr. Hamstreet et al regarding schedules (.2); review Hart-Scott-Rodino analysis (.4); letter from Mr. Schmidt regarding concessions of rent (.2)	KDS	.80	450.00	\$360.00
02/01/10	Telephone conference with Mr. Stephens regarding HSR analysis (.1); telephone conference with Ms. Uri regarding same (.2)	TPP	.30	400.00	\$120.00
02/02/10	Draft summary of Hart-Scott-Rodino analysis for e-mail to Mr. Quarfordt, counsel for Blackstone (.5)	CLU	.50	250.00	\$125.00
02/02/10	Attention to status of outstanding title correction affidavits (.3)	DJP	.30	275.00	\$82.50
02/02/10	Ongoing analysis and research regarding economic and tax consequences of Blackstone and AEW proposals (2.5)	IN	2.50	375.00	\$937.50

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/02/10	Review purchase and sale agreement concessions of rent and letter to client and purchaser (.8); conference with Mr. Hamstreet regarding status and next steps (3.0); telephone call to Mr. Schmidt and Ms. Dunn regarding rents (.5); letter to Simpson Thacher (.2); review memorandum from Mr. Steinhouse regarding structure of two transactions (.5); conference telephone conferences with mediator (.5); prepare amendment number 1 to purchase and sale agreement and begin revisions to Moelis engagement letter (2.0)	KDS	7.50	450.00	\$3,375.00
02/02/10	Telephone conference with Mr. Stephens regarding summary of HSR memorandum (.1); telephone conference with Ms. Uri regarding same (.1); review and revise draft e-mail to Mr. Quarfordt (.4); meeting with Ms. Uri regarding same (0.2); revise and transmit same (.3)	TPP	1.10	400.00	\$440.00
02/03/10	Review revised Moelis engagement letter (.3); review draft Blackstone modification agreement (.2)	ANK	.50	450.00	\$225.00
02/03/10	Revise engagement letter for Moelis (4.2); letter to Ms. Dunn regarding reporting to Blackstone regarding rent rolls and other events (.5); correspondence from Mr. English regarding privilege assertion (.2); correspondence regarding Columbia Pacific loan modifications (also Sidley and Austin) (.4); review management committee's motion to employ advisers (.4)	KDS	5.70	450.00	\$2,565.00
02/04/10	Work on motion regarding allowance of expenses as administrative expense (.4)	ANK	.40	450.00	\$180.00
02/04/10	Prepare closing checklist and action items (2.8); telephone call to Moelis' counsel regarding engagement letter and letter to counsel (.3); prepare schedule of periodic reports to purchaser (1.5); revise Moelis engagement letter (.6)	KDS	5.20	450.00	\$2,340.00
02/04/10	Review chart of closing actions (.5)	PLM	.50	100.00	\$50.00
02/04/10	Review draft preclosing checklist (.3); meeting with Mr. Conway regarding summary of AEW proposal (.3)	TPP	.60	400.00	\$240.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/05/10	Revise and forward engagement letter to Moelis counsel (.4); letter from Mr. Hamstreet (.1); telephone call from Simpson Thacher regarding HSR filing (.2); continue work on closing checklist and update list (2.1)	KDS	2.80	450.00	\$1,260.00
02/06/10	Forward amendment to Simpson Thacher and letter from and to Simpson Thacher (.5)	KDS	.50	450.00	\$225.00
02/08/10	Series of e-mail exchanges concerning first amendment to purchase and sale agreement and terms of expense reimbursement (.7); conference call with Blackstone counsel regarding expense reimbursement (.5)	ANK	1.20	450.00	\$540.00
02/08/10	Team meeting regarding closing preparation (.5); attention to bankruptcy exception to transfer taxes (.5)	DJP	1.00	275.00	\$275.00
02/08/10	Conference to review closing procedures (.5)	JWW	.50	215.00	\$107.50
02/08/10	Review purchase and sale agreement (.5); research applicability of transfer tax exemption statute (2.1)	KAS	2.60	250.00	\$650.00
02/08/10	Letter from counsel regarding amendment to purchase and sale agreement (.2); conference regarding closing preparations (1.1); letter to Moelis counsel regarding engagement (.1); telephone call to Mr. Hamstreet regarding amendment to purchase and sale agreement (.2); conference telephone call regarding amendment with Simpson Thacher (.4); telephone call from Mr. Yates regarding loan modifications (.4); letter from Moelis' counsel (.1); telephone call from Mr. Hamstreet regarding amendment (.3); advice regarding sale and transfer taxes (.3); telephone call and letter to Mr. Estes regarding closing arrangements (.5); letter from Mr. Wettlaufer regarding TIC transfers and letter to Simpson Thacher regarding effects on purchase and sale agreement (1.0)	KDS	4.60	450.00	\$2,070.00
02/08/10	Review closing checklist (.6); arrange for closing files to be made(.3); consider transfer tax issues (.3)	PLM	1.20	100.00	\$120.00
02/08/10	E-mail regarding documentation of HSR advice (.2)	TPP	.20	400.00	\$80.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/09/10	Analyze issues concerning MLP conveyances and implications for modification to asset purchase agreement (.5)	ANK	.50	450.00	\$225.00
02/09/10	Research applicability of transfer tax exemption statute (2.9)	KAS	2.90	250.00	\$725.00
02/09/10	Review emergency orders and begin preparation of amendment to purchase and sale agreement to avoid further defaults; review history of TIC exchanges and review purchase and sale agreement for necessary amendments (3.6); letters to and from Mr. Wettlaufer (.2); review revised Moelis agreement and discussions regarding fee structure (1.3)	KDS	5.10	450.00	\$2,295.00
02/10/10	Review proposed revisions to Blackstone asset purchase agreement (.3)	ANK	.30	450.00	\$135.00
02/10/10	Organize for completion of real estate matters on pre-closing checklist (1.2)	DJP	1.20	275.00	\$330.00
02/10/10	Research applicability of transfer tax exemption statute (1.5); draft research summary (2.0)	KAS	3.50	250.00	\$875.00
02/10/10	Finalize Moelis engagement letter (.6); review and respond to Simpson Thacher regarding amendment no. 1 to purchase and sale agreement (1.3); prepare for and attend conference telephone call with CRO team (1.5); arrange for motion to approve Moelis (.3)	KDS	3.70	450.00	\$1,665.00
02/11/10	Review and revise several draft amendments to purchase and sale agreement (.4)	ANK	.40	450.00	\$180.00
02/11/10	Work on pre-closing checklist items (.5)	DJP	.50	275.00	\$137.50
02/11/10	Analyze issues related to certificates of occupancy (.1)	KAS	.10	250.00	\$25.00
02/11/10	Conference telephone call with management committee's counsel (.8); review title affidavit (.3); revise amendment No. 1 to purchase and sale agreement (1.0); conference call with CRO team (.6); begin drafting comparative analysis of AEW/Blackstone (2.5)	KDS	5.20	450.00	\$2,340.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/11/10	Prepare schedule for tracking certain documents that are closing conditions (2.1); investigate availability of copies of certificates of occupancy (.7); order copy of organizational documents through Delaware Secretary of State for purchaser (.2)	PLM	3.00	100.00	\$300.00
02/11/10	Brief review of proposed amendments (.4)	TPP	.40	400.00	\$160.00
02/12/10	Review final version of first modification (.2)	ANK	.20	450.00	\$90.00
02/12/10	Work on real estate closing checklist (2.1)	DJP	2.10	275.00	\$577.50
02/12/10	Telephone call from Mr. Stephens regarding title issues (.3)	JHK	.30	350.00	\$105.00
02/12/10	Review facts related to certificates of occupancy (.2)	KAS	.20	250.00	\$50.00
02/12/10	Conference telephone call with CRO team (.5); letter to counsel for Moelis to complete engagement letter (.3); forward to Simpson Thacher final text regarding amendment to purchase and sale agreement (.3); finalize comment to Mr. Elsaesser regarding plan funding agreement and combine with note comments (2.7)	KDS	3.80	450.00	\$1,710.00
02/12/10	Meeting with Ms. Uri regarding revision of disclosure statement (.2)	TPP	.20	400.00	\$80.00
02/15/10	Review final version of amendment No. 1 (.3); draft motion granting administrative status to Blackstone expenses (1.8)	ANK	2.10	450.00	\$945.00
02/15/10	Analyze issues related to preparation of amended disclosure statement (1.7)	CLU	1.70	250.00	\$425.00
02/15/10	Prepare real estate closing checklist for title curative items (2.7); telephone conference with Mr. Miranda regarding needed title insurer work for same (.3); plan approach to title curative work with Ms. Stafford (.2)	DJP	3.20	275.00	\$880.00
02/15/10	Ongoing analysis of alternative AEW and Blackstone transactions (2.5)	IN	2.50	375.00	\$937.50
02/15/10	Meet with Ms. Miller regarding certificates of occupancy (.4); review facts related to title curative matters (.3)	KAS	.70	250.00	\$175.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/15/10	Conference telephone call with CRO team (.5); finalize and amendment no. 1 to CRO for signature (.8); memorandum to counsel for management committee regarding observations on plan funding agreement (2.0); correspondence regarding certificates of occupancy (.2)	KDS	3.50	450.00	\$1,575.00
02/15/10	Receive copy of formation documents from the Delaware Secretary of State and process invoice for same (.3); telephone conference with Ms. Bruck regarding certificates of occupancy (.8); access FTP site to review same (.3)	PLM	1.40	100.00	\$140.00
02/15/10	Review e-mail (.2); review memorandum of comments regarding AEW term sheet (.4)	TPP	.60	400.00	\$240.00
02/16/10	Review and revise motion regarding Blackstone expense reimbursement (.3); series of e-mail exchanges with Blackstone counsel regarding form of motion (.4); revise motion (.1)	ANK	.80	450.00	\$360.00
02/16/10	Ongoing analysis of economic, tax, and other transactional differences between Blackstone and AEW proposals (3.5)	IN	3.50	375.00	\$1,312.50
02/16/10	Draft comparative legal analysis of AEW and Blackstone transactions (6.0); conference telephone call with CRO team (.5)	KDS	6.50	450.00	\$2,925.00
02/16/10	Gain access to FTP site of Sunwest (.5); download certificates of occupancy and review (.8); confirm missing certificates (.2)	PLM	1.50	100.00	\$150.00
02/16/10	E-mail regarding HSR compliance (.3)	TPP	.30	400.00	\$120.00
02/17/10	Analyze timing issues regarding comprehensive title review with title insurers and discussion with Mr. Stephens regarding same (.5)	DJP	.50	275.00	\$137.50
02/17/10	Ongoing analysis of transactional differences between Blackstone and AEW proposals, including review of draft memorandum (3.3)	IN	3.30	375.00	\$1,237.50
02/17/10	Continue work on legal analysis of two proposals and review all documents (6.6); conference telephone call with CRO team (.8)	KDS	7.40	450.00	\$3,330.00
02/18/10	Prepare timeline of real estate related events under asset sale agreement (.4)	DJP	.40	275.00	\$110.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/18/10	Letter to Simpson Thacher regarding amendment No. 1 to purchase and sale agreement (.3); letter to receiver regarding amendment No. 1 (.3); forward motion to counsel for Blackstone (.2); letter to Mr. Elsaesser regarding ERISA (.2); further work toward preparing for closing of Blackstone purchase and sale agreement (2.0)	KDS	3.00	450.00	\$1,350.00
02/19/10	Attention to Manchester House survey status (.2)	DJP	.20	275.00	\$55.00
02/19/10	Review first amendment to purchase and sale agreement (.1)	KAS	.10	250.00	\$25.00
02/19/10	Letter from Mr. Elsaesser regarding competing proposals (.3); review revised plan funding agreement with AEW (1.0); conference telephone call with CRO team (.7); letter to counsel for AEW (.3); letter to Simpson Thacher regarding amendment to purchase and sale agreement and Hart Scott Rodino (.4)	KDS	2.70	450.00	\$1,215.00
02/19/10	E-mail regarding confirmation of HSR compliance (.3); telephone conference with Ms. Uri regarding factual background for disclosure statement revision (.1)	TPP	.40	400.00	\$160.00
02/22/10	Telephone call from CRO regarding analysis of proposals (.3); letter from AEW counsel regarding note funding (.3); revise comparative analysis of proposals to reflect new draft of plan funding agreement (3.7) telephone conference call with CRO team (.6)	KDS	4.90	450.00	\$2,205.00
02/23/10	Telephone conference with Mr. Kogut of Bayport Investors regarding auction (.4); series of e-mail communications with Mr. Kogut regarding status of case, debt restructuring and auction procedures (.4)	ANK	.80	450.00	\$360.00
02/23/10	Team meeting to analyze closing checklist status items (.8)	DJP	.80	275.00	\$220.00
02/23/10	Telephone conference with Mr. Estes, Mr. Bruck, and Ms. Aydelott regarding vehicle titles (.5); participate in meeting regarding closing matters (.5)	JWW	1.00	215.00	\$215.00
02/23/10	Status meeting with Messrs. Stephens, Petersen and Woodcox, and Ms. Miller (.8)	KAS	.80	250.00	\$200.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/23/10	Status conference regarding closing of Blackstone (1.2); telephone conference call with CRO team (.6); letter from counsel for Blackstone regarding amendment to purchase and sale agreement (.3); letter to Mr. Elsaesser regarding comparisons of transactions (.9); correspondence regarding DIP loan (.8); telephone conference call with counsel for management committee (.4)	KDS	4.20	450.00	\$1,890.00
02/23/10	Examine certificates of occupancy; participate in conference call with Sunwest staff regarding vehicle titles; research to confirm ownership of certain vehicles	PLM	5.00	100.00	\$500.00
02/24/10	Series of communications with potential bidder regarding structure of sale (1.8)	ANK	1.80	450.00	\$810.00
02/24/10	Revisions to title curative checklist (.4); correspondence with Ms. Petrova regarding missing title documents (.2)	DJP	.60	275.00	\$165.00
02/24/10	Research applicability of state sales and use taxes (1.4)	KAS	1.40	250.00	\$350.00
02/24/10	Conference telephone call with CRO team (.7); meeting with closing working group regarding progress (.7); begin drafting indemnity agreement (1.5); letter to Simpson Thacher regarding comparison of transactions (.2); letter from Messrs. Marcos and Hamstreet regarding updated schedules (.3); review Blackstone closing preparations (.6)	KDS	4.00	450.00	\$1,800.00
02/24/10	Contact Department of Motor Vehicle Departments in Oklahoma, Oregon, South Carolina, Texas, Washington and West Virginia to identify owners of record for numerous vehicles(2.0); prepare public request forms to obtain information from Texas and South Carolina(.9); prepare spreadsheet for tracking data relative to certificates of occupancy (1.1); populate same (1.5)	PLM	5.50	100.00	\$550.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/25/10	Telephone conference with Judge Velure regarding various issues concerning Blackstone transaction (.5); several telephone conferences with Mr. Hamstreet relating to most recent plan funding agreement, analysis of comparisons between AEW and Blackstone transactions, and course of action concerning negotiation and preparation for March 10 hearing (.9); telephone conference with Messrs. Hamstreet and Conway regarding bid procedures (.4)	ANK	1.80	450.00	\$810.00
02/25/10	Revise and forward list of differences between proposals (2.1); correspondence regarding AEW treatment of claims and DIP loan (.8); review new draft of AEW agreement (.9); forward new TIC transfers to Blackstone counsel (.3)	KDS	4.10	450.00	\$1,845.00
02/25/10	Continue to confirm sufficiency of certificates of occupancy (2.0)	PLM	2.00	100.00	\$200.00
02/26/10	Review Big Sky title report (.1); review Big Sky title exception documents (1.1); research Butte, Montana property owners' associations (.3); e-mail to Mr. Beckman regarding Big Sky property owner association title exception (.2)	KAS	1.70	250.00	\$425.00
02/26/10	Review letter from management committee and discuss with team (.8); CRO team call (1.0); begin work on AEW schedules (2.5); telephone conference call with Sunwest executives (.5); letter to Mr. Marcos regarding schedules for AEW (.3); review spreadsheet from Mr. Hamstreet (.5); telephone call to counsel for Blackstone (.3)	KDS	5.90	450.00	\$2,655.00
02/27/10	Prepare forms to obtain vehicle title information from Texas and South Carolina (1.2)	PLM	1.20	100.00	\$120.00
02/28/10	Review AEW agreement and letter to counsel for AEW (2.2); telephone conference call with CRO team (.5); telephone conference call with management committee counsel (.5); draft court order (.5); review CRO summary of recent events and suggest revisions (1.0)	KDS	4.70	450.00	\$2,115.00
02/28/10	Locate contact information for numerous city and county building departments to track down certificates of occupancy (1.0)	PLM	1.00	100.00	\$100.00
TOTAL FEES					\$63,712.50

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Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	10.80	450.00	\$4,860.00
Christine L. Uri	2.20	250.00	\$550.00
David J. Petersen	10.80	275.00	\$2,970.00
Ingolf Noto	11.80	375.00	\$4,425.00
Jeffrey H. Keeney	0.30	350.00	\$105.00
Jeffrey W. Woodcox	1.50	215.00	\$322.50
Kenneth D. Stephens	95.80	450.00	\$43,110.00
Kimberlee A. Stafford	14.00	250.00	\$3,500.00
Patricia L. Miller	22.30	100.00	\$2,230.00
Thomas P. Palmer	4.10	400.00	\$1,640.00
TOTALS	173.60		\$63,712.50

Costs and Expenses Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
02/28/10	Copying Costs	\$10.00
TOTAL COSTS AND EXPENSES		\$10.00

CURRENT CHARGES

\$63,722.50



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

March 15, 2010

Invoice No. 1445448
Matter No. 034618-16002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 2/28/10

FOR LEGAL SERVICES RENDERED: Appeal of 12-22-09 Substantive Consolidation Order

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
02/09/10	Review Ninth Circuit's show-cause order why Tennessee Commerce appeal should not be dismissed (.1); research regarding same (.2)	RRA	.30	275.00	\$82.50
TOTAL FEES					\$82.50

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Robyn E. Ridler Aoyagi	0.30	275.00	\$82.50
TOTALS	0.30		\$82.50

CURRENT CHARGES \$82.50

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